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FORM 4	OMB APPROVAL

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instructions 1(b)

OMB Number: 3235-0287 Expires: Sept. 30, 1998 Est. avg. burden hours per response 0.5

## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940

1. Name and	Address of R	eporting Person	2. Issue	r Name and <sup>-</sup>	Ticker or	Trading Sy	/mbol	6. Relationship o to Issuer (Check all	·	
ALLEN	PAUL	G.	HSN	, Inc. (HSN	I)			X Director	X 10% (	Dwner
(Last) 110 110th A	(First)	(Middle) Suite 550	Numbe	r Social Sec r of Report n (Voluntary	ing	Statement Month/Yea July 1997	ar	Officer (give	·	(specify below)
(St Bellevue	reet) Washington	98004			5.	If Amendn Date of ( (Month/Ye	Original	7. Individual or (Check app Form filed X Person Form filed Reporting F	olicable li I by one Re by More th	ine) eporting
(City)	(State)	(Zip)	Table	1Non-Der	ivative Se	curities A	Acquired,	Disposed of, or Bene	ficially (	Dwned
1. Title of Security (Instr. 3)			2. Trans- action Date (Month/ Day/	3. Trans- action Code (Instr.	or D (Ins	rities Acc isposed of tr. 3, 4 a	(D) `´	5. Amount of 6. Securities Beneficially Owned at End of Month (Instr. 3 and	Owner- 7 ship Form Direct (D) or Indirect (I)	. Nature of In- Direct Bene- ficial Owner- ship
			Year)	Code V	Amount	(A) or (D)	Price	(1115t) . 3 and 4)	(I) (Instr. 4)	(Instr. 4)
Common Stoc	k		7/17/97	P	7,238,50	7 A	*	7,411,007*	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly (Print or Type Response)

 $<sup>^{\</sup>star}$  If the Form is filed by other than one Reporting Person use Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

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1.	TITLE OF DERIVATIVE SECURITY (INSTR. 3)	2.	CONVER- SION OR EXERCISE PRICE OF DERIV- ATIVE SECURITY	3.	TRANS- ACTION DATE (MONTH/ DAY/ YEAR)	4. TRANSAC- TION CODE (INSTR. §			Ξ	. NUMBER OF DERIVATIVE SECURITIES ACQUIRED (A) OR DISPOSED OF (D) (INSTR. 3, 4, AND 5)				7. TITLE AND AMOUNT OF UNDERLYING SECURITIES (INSTR. 3 AND 4			
													DATE EXER-	EXPIRA- TION DATE			AMOUNT OR NUMBER OF SHARES
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## Explanation of Responses:

\* On May 20, 1997, Paul G. Allen entered into a Stock Exchange Agreement with HSN, Inc. (the "Stock Exchange Agreement") pursuant to which HSN, Inc. agreed, among other things, to acquire from Mr. Allen 12,283,014 shares of common stock, no par value, of Ticketmaster Group, Inc. ("Ticketmaster Stock") in exchange for 7,238,507 shares of common stock, \$.01 par value, of HSN, Inc. ("HSNi Common Stock"), subject to the possible issuance to Mr. Allen of up to 3,257,328 additional shares of HSNi Common Stock in August 1998 if the average market price of the HSNi Common Stock over cetain periods prior to such time is below \$29 per share. In addition, Mr. Allen previously purchased 172,500 shares of HSNi Common Stock through open market transactions from February 20, 1997 through March 5, 1997. Upon the consummation of the first closing 20, 1997 through March 5, 1997. Upon the consummation of the first closing on July 17, 1997, Mr. Allen owns 7,411,007 shares of HSNi Common Stock.

Paul G. Allen

/s/ William D. Savoy July 24,
\*\*Signature of Reporting Person Date

July 24, 1997 Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 7811(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.